

ILLINOIS COMMERCE COMMISSION
Petition for Certificate of Authority to Operate
TELE-CONNECT, INC.
(Applicant)

Response to Question 8
Articles of Incorporation
Certificate of Authority to Transact Business in Illinois

Attached are copies of Articles of Incorporation of Tele-Connect, Inc.

Also attached is the filed and approved Application for Authority to Transact Business in Illinois from the Illinois Secretary of State.

STATE OF KANSAS

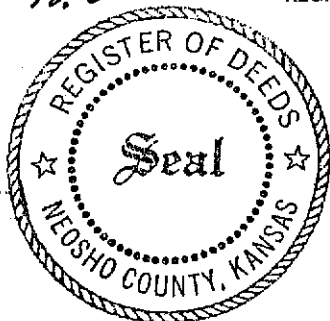
OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

89-2735 ✓
Original Compared with Record ✓
STATE OF KANSAS, NEOSHO COUNTY, SS
ENTERED AND FILED IN VOL 109M PAGE 587-588
Dec 7-89 AT 8:45 O'CLOCK A.M.
Leora M. Smith
10.00
REGISTER OF DEEDS



In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: DEC 4 1889



Bill Graves

BILL GRAVES
SECRETARY OF STATE

BY

Willa M. Roe

ASSISTANT SECRETARY OF STATE

AMENDMENT
ARTICLES OF INCORPORATION
OF
TELE-CONNECT, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF KANSAS

I, the undersigned, President and Director of Tele-Connect, Inc., amend the following Articles of Incorporation of Tele-Connect, Inc. which were duly adopted in accordance with K.S.A. 17-6602:

ARTICLE II

Article II is amended in its entirety as follows:

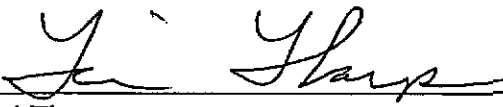
The location of its registered office in Kansas is 1421 West Seventh Street, Chanute, Neosho County, 66720, and the registered agent in charge thereof at such address is Teri Tharp.

ARTICLE IV

Article IV, first paragraph, first sentence, typographical error is corrected as follows:

The total number of shares of this Corporation shall be 500,000 shares of common stock, class A par value of \$0.00.

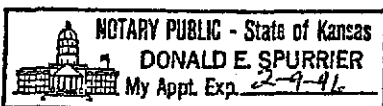
IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 20th day of March, 1995.

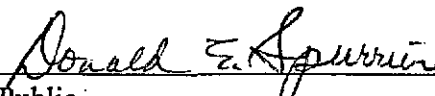

Teri Tharp

STATE OF KANSAS
COUNTY OF NEOSHO

Personally appeared before me, a Notary Public in and for Neosho County, Kansas, the above named Teri Tharp who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal, this 20th day of March, 1995.




Notary Public

My appointment or commission expires:

FILED
SECRETARY OF STATE
KANSAS

95 MAR 21 PM 12 19

ARTICLES OF INCORPORATION

OF

TELE-CONNECT, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF KANSAS

I, the undersigned, incorporator, hereby do associate myself to form and establish a corporation FOR PROFIT under the laws of the State of Kansas.

ARTICLE I

The Name of the Corporation is **TELE-CONNECT, INC.**

ARTICLE II

The location of its registered office in Kansas is 15 North Highland, Chanute, Neosho County, 66720, and the registered agent in charge thereof at such address is Teri L. Tharp.

ARTICLE III

This Corporation is organized FOR PROFIT and the nature of its business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations be organized under the Kansas General Corporate Code and as authorized in the Bylaws of the Corporation.

ARTICLE IV

The total number of shares of this Corporation shall be 500,00 shares of common stock, class A par value of \$0.00. At the time of incorporation, there are no qualifications, limitations or restrictions thereof in respect to any class of shares.

Statement of Grant of Authority to be given to the Board of Directors is as follows:

The Board of Directors are hereby authorized to do everything necessary and proper for the accomplishment of the objectives herein enumerated or necessary or incidental to the profit and benefit of the corporation and in general to carry on any lawful business necessary to the attainment of the purposes of this corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

FILED
SECRETARY OF STATE
KANSAS

89 DEC 4 PM 3:19

ARTICLE V

The name and mailing address of the INCORPORATOR is as follows:

Teri L. Tharp

902 S. Tennessee
Chanute, KS 66720

ARTICLE VI

The name and mailing address of the person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is as follows:

Teri L. Tharp

902 S. Tennessee
Chanute, KS 66720

ARTICLE VII

The term of which this Corporation is to exist is perpetual.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 29th day of November, 1989.

Teri Tharp

STATE OF KANSAS,

SS.

COUNTY OF NEOSHO

Personally appeared before me, a Notary Public in and for Neosho County, Kansas, the above named Teri L. Tharp who is personally known to me to be the same person who executed the forgoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal, this 29th day of Nov. 19 89

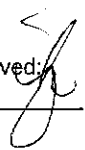


Dianna L. Serpan
NOTARY PUBLIC

My appointment or commission expires August 13, 1993

**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act**FILED****MAY 31 2005**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com**JESSE WHITE
SECRETARY OF STATE**Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

File #

SEE NOTE 1 CONCERNING PAYMENT!Filing Fee \$ 175.00 Franchise Tax \$ 25 Penalty/Interest \$ — Total \$ 175 Approved: 
Submit in duplicate Type or Print clearly in black ink Do not write above this line1. (a) CORPORATE NAME: Tele-Connect, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)2. State or Country of Incorporation Kansas; Date of Incorporation 12/4/89; Period of Duration Perpetual3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)1421 W 7th StPO Box 887Chanute, KS 66720None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company

First Name

Middle Initial

Last name

Registered Office: 801 Adlai, Stevenson Drive

Number

Street

Suite #

(A P.O. Box alone
is not acceptable.)SpringfieldIL67703Sangamon

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

KS - AR - AL - GA - MO - NC - SC - TN - TX

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

	Name	No. & Street	City	State	ZIP
President	Teri Tharp	902 S Tennessee Street	Chanute	Kansas	66720
Secretary	same				
Director	same				
Director					
Director					

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Pay Phone Provider

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$0.00	500,000	10,555

(If more, attach list)

9. Paid-in Capital: \$ 10,555

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

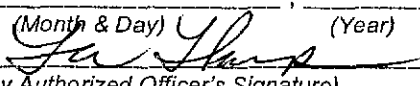
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,108,554
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 500
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,800,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated May 24, 2005
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Teri Tharp - President
(Print Name and Title)

Tele-Connect, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.